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**E-Filed December 5, 2006**

and

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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

Chapter 11

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

In re:  
 USA CAPITAL FIRST TRUST DEED FUND,  
 LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

**NOTICE OF QUALIFIED BIDDER  
 AND ASSET PURCHASE  
 AGREEMENT BY AND AMONG  
 USA COMMERCIAL MORTGAGE  
 COMPANY, AND USA CAPITAL  
 FIRST TRUST DEED FUND, LLC  
 (“SELLERS”), USA CAPITAL  
 DIVERSIFIED TRUST DEED FUND,  
 LLC, USA CAPITAL REALTY  
 ADVISORS, LLC, AND USA  
 SECURITIES, LLC  
 (“ACKNOWLEDGING PARTIES”) AND  
 COMPASS PARTNERS LLC  
 (“PURCHASER”)**

Affects:

- ☒ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

**[AFFECTS ALL DEBTORS]**

**Auction Date: December 7, 2006**  
 (9:30 a.m. Pacific Standard Time)

**PLEASE TAKE NOTICE** that USA Commercial Mortgage Company ("USACM"), USA Capital Diversified Trust Deed Fund, LLC ("DTD Fund"), USA Capital First Trust Deed Fund, LLC ("FTD Fund"), USA Capital Realty Advisors, LLC ("Realty Advisors"), and USA Securities, LLC ("USA Securities" and collectively with USACM, DTD Fund, FTD Fund, and Realty Advisors, the "Debtors"), have determined that COMPASS PARTNERS LLC is a "Qualified Bidder" under the terms of the Bid Procedures described in more detail in the Order (A) Scheduling An Auction For The Sale Of Certain Assets; (B) Appointing SPCP Group, LLC, As Lead Bidder; And (C) Approving Bid Procedures And Protections and Compass Partners LLC has executed the Asset Purchase Agreement dated November 30, 2006 by and among USA COMMERCIAL MORTGAGE COMPANY, and USA CAPITAL FIRST TRUST DEED FUND, LLC ("Sellers") and USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, and USA SECURITIES, LLC ("Acknowledging Parties") and COMPASS PARTNERS LLC ("Purchaser") (the "Compass Partners Purchase Agreement") A copy of the Compass Partners Purchase Agreement is attached hereto as Exhibit "1".

Dated this 5th day of December 2006.

/s/ Lenard E. Schwartz

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